AMERICAN MARKETING & MOTORSPORTS GROUP INC.
26 Garden Street
New York Mills, New York 13417
Tel. 315-736-8834 FAX. 315-768-3046

July 19, 1995

Mr. Scott Steen
RJ Reynolds Tobacco Co.
150 Lawrenceville Rd.
Suite 108
Williamsville, N.Y. 14221

RE: LETTER OF AGREEMENT

Dear Scott,

This is to confirm the AGREEMENT between R.J. Reynolds Tobacco Co. (RJR) and American Marketing and Motorsports Group, Inc. (AMG) as follows:

1. AMG will provide for the appearance of NASCAR Winston Cup Drivers Ken Schrader, Terry Labonte and Jeff Gordon (DRIVERS) at the New York State Fair in Syracuse, N.Y. on Tuesday August 29, 1995 from 2:00 pm to 5:00 pm.

2. During the time period, the DRIVERS will sign autographs for 30 (thirty minutes) with a private VIP Group and for 150 (one hundred fifty minutes) with the general public.

3. It is specifically understood that the DRIVERS will make their best efforts not to allow anything to prohibit or interfere with their appearance at this event. However, if they are unable to appear for whatever reason, it is hereby agreed that all advanced fees will be refunded subject to any air transportation costs involved in their attempt to arrive.

4. It is specifically understood that AMG is an independent contractor and does not control the actions of the DRIVERS and therefore is not liable for any acts of commission/omission or default on the part of the DRIVERS.

5. It is specifically understood that AMG is required to coordinate publicity for the event with the DRIVERS. Any and all media interviews in conjunction with the appearance will be approved by DRIVERS in advance. Only slides, transparencies or photographs supplied by DRIVERS may be used in advertising and in any poster or signature card used during this appearance.

6. RJR shall pay AMG the amount of $25,000.00 (twenty-five thousand dollars) as follows:
   $12,500.00 on or before July 28, 1995
   $12,500.00 on or before August 21, 1995

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7. The above compensation is for the appearance and air transportation of the DRIVERS only and does not include the cost of ground transportation, security, meals, promotional materials or other costs related to the appearance.

Please indicate your agreement to the provisions as contained in this letter by your signature below.

Sincerely,

Ralph Stoppiello

Ralph Stoppiello
RS/sj

Agreed to for R.J. Reynolds Tobacco Co. by:

_____

Scott Steen

_____

Date

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ADDENDUM

R.J. Reynolds Tobacco Company
Scott G. Steen
Region Operations Manger
150 Lawrence Bell Drive, Suite 108
Williamsville, New York 14221

1. The R.J. Reynolds Tobacco Company will utilize approximately 5,000 square feet of space on which they will have a display in conjunction with DIRT Motorsports. The location will be adjacent to the grandstand at turn one.

2. The exhibit will be self-contained with all responsibilities for erection and dismantling coordinated through R.J. Reynolds and AMG. Move in can commence on August 21, 1995. The exhibit must be complete for the Fair opening at 10 a.m., August 24, 1995.

3. If provided within deadline requirements, the Fair will provide logo identification and mention of the exhibit in the Fair Guide. The Fair Guide is a 1.4 million circulation newspaper insert printed and delivered during the month of August in all major advertising markets in the Fair's marketing area.

4. R.J. Reynolds will provide the Fair payment of $5,000 for the exhibit space plus a fee as specified below on the redemption of all coupons and tickets as a part of the R.J. Reynolds / Fair coupon offer.

Tickets 0 through 9,000	No Charge
Tickets 9,001 through 17,000	$3 each
Tickets 17,001 and up	$2 each

5. Payment must be received no later than September 4, 1995.

6. R.J. Reynolds will be responsible for all signage at the exhibit site.

7. AMG will pay $800 for a full page ad in the Fair program.

As of May 9, 1995.

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